

Sharon Z. Weiss
Mark E. Carrillo
RICHARDSON & PATEL LLP
Murdock Plaza
10900 Wilshire Boulevard, Suite 500
Los Angeles, California 90024
Tel: (310) 208-1182
Fax: (310) 208-1154

Counsel for Apex Digital, Inc.

– and –

Michael St. Patrick Baxter
Dennis B. Auerbach
Joshua D. McKarcher (VSB No. 77061)
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue NW
Washington, DC 20004-2401
Tel: (202) 662-6000
Fax: (202) 662-6291

Co-Counsel for Apex Digital, Inc.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In Re:

CIRCUIT CITY STORES, INC., et al.,
Debtors.

Case No. 08-35653 (KRH)
Chapter 11
Jointly Administered

**JOINDER OF APEX DIGITAL INC. TO OBJECTIONS OF LG ELECTRONICS USA,
INC. AND EASTMAN KODAK COMPANY TO CONFIRMATION OF DEBTORS'
CHAPTER 11 PLAN OF LIQUIDATION**

1. Apex Digital, Inc. (“Apex”) has sought reimbursement of administrative expenses from the Debtors pursuant to 11 U.S.C. § 503(b)(9). The Debtors seek to “temporarily disallow” Apex’s request pursuant to 11 U.S.C. § 502(d).

2. Apex hereby joins in the Objections of LG Electronics USA, Inc. and Eastman Kodak Company to confirmation of the Debtors’ Chapter 11 plan of liquidation (Docket Nos. 5652 and 5655). For the reasons stated in the LG and Eastman Kodak Objections, the Debtors’ plan cannot be confirmed in its current form.

Dated: November 16, 2009

Sharon Z. Weiss
Mark E. Carrillo
RICHARDSON & PATEL LLP
Murdock Plaza
10900 Wilshire Boulevard, Suite 500
Los Angeles, California 90024
Tel: (310) 208-1182
Fax: (310) 208-1154

Counsel for Apex Digital, Inc.

– and –

/s/ Joshua D. McKarcher
Michael St. Patrick Baxter
Dennis B. Auerbach
Joshua D. McKarcher (VSB No. 77061)
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004-2401
Tel: (202) 662-6000
Fax: (202) 662-6291

Co-Counsel for Apex Digital, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing was served on November 16, 2009 by electronic mail on the below listed parties via the listed e-mail addresses and through the ECF system, which in turn will generate an electronic notice of filing to all parties registered to receive electronic notice from the Court.

Gregg M. Galardi, Esq.
Chris L. Dickerson, Esq.
Ian S. Fredericks, Esq.
Jessica S. Kumar, Esq.
Skadden, Arps, Slate, Meagher & Flom, LLP
E-mail: gregg.galardi@skadden.com;
chris.dickerson@skadden.com; Ian.Fredericks@skadden.com;
jessica.kumar@skadden.com; project.circuitcity@skadden.com

Douglas M. Foley, Esq.
Sarah B. Boehm, Esq.
McGuire Woods LLP
E-mail: dfoley@mcguirewoods.com;
sboehm@mcguirewoods.com;
circuitcityservice@mcguirewoods.com

Jeffrey N. Pomerantz, Esq.
Stanley E. Goldich, Esq.
Robert J. Feinstein, Esq.
Pachulski Stang Ziehl & Jones, LLP
E-mail: jpomerantz@pszjlaw.com; sgoldich@pszjlaw.com;
rfeinstein@pszjlaw.com

Lynn L. Tavenner, Esq.
Paula S. Beran, Esq.
Tavenner & Beran, PLC
Email: ltavenner@tb-lawfirm.com; pberan@tb-lawfirm.com

Robert B. Van Arsdale, Esq.
Office of the U. S. Trustee
E-mail: Robert.B.Van.Arsdale@usdoj.gov

In addition, best efforts will be made to serve a true and exact copy of the foregoing in person with the Court and upon the following parties on November 16, 2009, after which a separate certificate of service will be filed with the Court.

Michelle Mosier
Circuit City Stores, Inc.
4951 Lake Brook Drive
Suite 500
Glen Allen, VA 23060

Douglas M. Foley, Esq.
Sahara B. Boehm, Esq.
McGuire Woods LLP
One James Center
901 E. Cary Street
Richmond, VA 23219

Lynn L. Tavenner, Esq.
Paula S. Beran, Esq.
Tavenner & Beran, PLC
20 N. Eighth Street
Second Floor
Richmond, VA 23219

Robert B. Van Arsdale, Esq.
United States Trustee for the Eastern District of Virginia
701 East Broad Street, Suite 4304
Richmond, VA 23219

Jeffrey N. Pomerantz, Esq.
Stanley E. Goldich, Esq.
Pachulski Stang Ziehl & Jones, LLP
10100 Santa Monica Blvd, 11th Floor
Los Angeles, CA 90067-4100

In addition, a true and exact copy of the foregoing was sent via Federal Express First Overnight Service to the following parties on November 16, 2009.

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
Skadden, Arps, Slate, Meagher & Flom, LLP
One Rodney Square
10th and King Streets, 7th Floor
Wilmington, DE 19801

Chris L. Dickerson, Esq.
Jessica S. Kumar, Esq.
Skadden, Arps, Slate, Meagher & Flom, LLP
155 North Wacker Drive
Chicago, IL 60606

Robert J. Feinstein, Esq.
Pachulski Stang Ziehl & Jones, LLP
780 Third Avenue
36th Floor
New York, NY 10017

Dated: November 16, 2009

/s/ Joshua D. McKarcher

Joshua D. McKarcher (VSB No. 77061)
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004-2401
(202) 662-5223 (phone)
(202) 778-5223 (fax)
jmckarcher@cov.com